

EXHIBIT 5

MANAGERIAL AND TECHNICAL QUALIFICATIONS

MANAGERIAL AND TECHNICAL QUALIFICATIONS

UniDial Communications, Inc. possesses the requisite managerial and technical qualifications to render the proposed telecommunications services.

The following individuals are key personnel of UniDial Communications, Inc.:

J. Sherman Henderson, III, President and Chief Executive Officer

Mr. Henderson has over twenty-five years of business experience, including sales, marketing and management. Mr. Henderson was instrumental in the growth and success of Charter Network, a long distance carrier serving five Midwestern states. He was associated with Charter from 1986 until its sale to Litel in 1990. Under Mr. Henderson's guidance, Charter grew from \$9 million in annual revenues to \$50 million in four years. Directly prior to founding UniDial, he served as an officer for Turbo Consulting Enterprises, Inc. located in Louisville, Kentucky, which provides a wide range of consulting services to the telecommunications industry. Mr. Henderson is a graduate of Florida State University, with a B.A. degree in Business Administration. Mr. Henderson currently serves as Chairman of the Telecommunications Resellers Association.

Andy McKay, Chief Financial Officer

Andy McKay, Chief Financial Officer, joined UniDial Communications in April 1996, after spending 14 years practicing corporate and finance law with an Atlanta-based law firm. He represented both institutional and corporate clients, including Charter Network, and his firm was very active in national and local telecommunications matters. As CFO at UniDial, McKay supervises all areas involving UniDial's overall fiscal health, including Finance and Administration, UniDial's regulatory affairs, legal operations and network development. He received a B.S. in Systems Engineering from Georgia Tech, and honors from the University of Georgia School of Law. McKay is a member of the Georgia Bar Association, and holds a CPA certificate from the State of Illinois.

Doug Webb, Senior Vice President of Finance & Administration

Doug Webb, Senior Vice President of Finance and Administration, joined UniDial Communications in November 1996, after serving as Vice President of Finance/Administration and CFO for Res-Care, Incorporated. Webb played a major role in the Initial Public Offering for Res-Care in 1992. His additional experience includes serving as Division Controller, Regional Controller, and finally Corporate Controller for Dairymen, Incorporated, a \$1 billion dollar-per-year marketing cooperative. At UniDial, Webb is responsible for financial reporting, commissions, UniDial Travel, Facilities, UniDial's Financial Billing Center, Pricing, Collections, Training and Human Resources. He received his B.S. in Accounting from Tennessee Technological University and is a Certified Public Accountant.

UNIDIAL COMMUNICATIONS, INC.

John E. (Jack) Roth, Jr., Chief Operating Officer

As Chief Operating Officer, Roth sits at the strategic helm of the organization, handling management and financial reporting for the entire company. His direct reports include the leaders of UniDial's Sales & Marketing Staff, UniDial's Local Service Operating Division, Network Marketing Services, Operations and Information Systems. Jack Roth joined UniDial in March 1997 after a career as an entrepreneur and leader in the telecom industry. At Bell South, he served as Senior Vice President of Planning and Development and Director of Business Development, Mergers and Acquisitions. Prior to BellSouth, Roth founded Integrated Communications Systems, a telecommunications software company. His company was later acquired by BellSouth as a marketing subsidiary and renamed Bell Information Networks, Inc. where he was President. Roth earned his B.A. in Architecture, B.S. in Industrial Administration and Masters in Architecture and Computer Science from Carnegie-Mellon University. He also has a strong community involvement with the United Way, Cystic Fibrosis and various special interest groups for the homeless and hungry. He sits on the board of the Louisville Ballet.

Edward J. Wampler, Senior Vice President of Operations

Edward J. Wampler, Senior Vice President of Operations, has played a critical role in UniDial's Operations Department from the company's beginnings in 1993. He previously served as Operations Manager for Charter Network, where he directed marketing projects, implemented productivity reporting, created standard operations manuals, instituted performance standards, and was responsible for developing Charters customer service and order processing departments. Wampler also served as the manager for LCI International's customer service division after Charter Network was purchased. His UniDial responsibilities include overseeing many facets of UniDial's Operations, which include the Customer Service and Order Provisioning Divisions. Wampler received a B.A. in Economics from the University of Louisville.

Chuck Greenwalt, Vice President of Corporate Telecommunications

When Chuck Greenwalt joined UniDial's Operations team in 1994, he brought a wealth of technical expertise with him. Today, he has parlayed that experience into a position as Vice President of Operations, serving as second in command over the company's entire customer service, billing, special accounts, SMS and dedicated departments. As an Electronic Engineering Technology graduate of Colorado Technical College in Colorado Springs, Greenwalt has spent his career in technical communication, doing everything from teaching electronics and Central Office Equipment, to controlling satellites as a crew chief for the Air Force. He is certified as an installer and designer of PBX, Harris, Mitel, Key Systems and Data Circuits, and has traveled the nation orchestrating dozens of system installations for UniDial customers.

UNIDIAL COMMUNICATIONS, INC.

Elaine G. Bush, Vice President of Finance

Elaine G. Bush began her career with UniDial in 1996 as Controller. She has since moved up to head the company's finance department as Vice President of Finance, where she supervises the company's financial reporting, commissions, Financial Billing Center, pricing and Collections. Before coming to UniDial, Bush operated her own accounting consultancy, JG Enterprises, where she worked to set up accounting systems for UniDial, her biggest client. Her background in accounting management is quite diverse, with her career spanning positions as Controller at Centran Corporation, Manager of Accounting Operations for Entrade Corporation, and Accounting Supervisor of NTS Corporation. She received her B.S. in Accounting at the University of Louisville and is a Certified Public Accountant.

Al Smith, Senior Vice President of Information Services

Al Smith, UniDial's Senior Vice President of Information Services, has a long and varied history in the Information Management field. Smith comes to UniDial from the accounting firm Eskew & Gresham, where he served as manager of systems consulting. Smith began his systems career in the Army as a finance and data processing officer. He worked for much of his career in the Maryland college system, where he served as a professor of business and data processing, academic dean and director of data processing. He also was proprietor of his own computer consulting firm, Smith Associates in La Plata, Md. As Senior Vice President of Information Systems, Smith manages and maintains existing systems, and creates new standard operating procedures for the company's critical role as the company continues to grow its customer service operations. Smith holds a Bachelor of Science in Accounting and Management from Murray State University and a Master of Science in Financial Management from George Washington University.

G. Henry Hunt, Senior Vice President of UniDial Communications

G. Henry Hunt joined UniDial in 1996, and currently is responsible for UniDial's Agent program including recruitment, sales support, marketing and product development. Hunt previously served as UniDial's Director of Strategic Planning and Vice President of Marketing. Before joining UniDial, he was President of Babcock-Rickert Advertising; worked in Marketing with Chi-Chi's Restaurants Inc; and served as a consultant for national retail, product, and business-to-business marketing companies. Since joining UniDial, Hunt has made significant contributions in Agency recruitment, product marketing, business planning and systems development. Hunt is a graduate of the University of Kentucky School of Journalism with additional study in Marketing.

UNIDIAL COMMUNICATIONS, INC.

Lee Wilson, Senior Vice President of Network Marketing Services

Lee Wilson is Senior Vice President of Network Marketing Services, one of UniDial's fastest growing divisions. Network Marketing Services provides private label telecom products and services to multi-level marketing companies such as USANA, Nutrition for Life, and more. Prior to joining UniDial Communications in December 1994, Wilson was a Sub-Agent for one of UniDial's most successful West coast Agents. He also served as Division Sales Manager at Boise Cascade Corporation. Wilson's extensive background in sales and sales management assisted him in overseeing the opening of UniDial's Western Regional Office in Newport Beach, California, in July 1995, where he is still located. At UniDial, Wilson is responsible overseeing all service and support of Network Marketing accounts. He received his B.A. in Business Administration at California State University, Fullerton.

Stuart Johnson, Vice President of Sales

A seasoned veteran telecom salesperson, Stuart Johnson joined UniDial in May 1997 as Regional Manager and has since moved up to the position of Vice President of Sales. His primary responsibility is supervising UniDial's Authorized Agents coast to coast and helping them to grow their businesses. His team of Territory Managers visits Agents personally, assisting with major sales initiatives and helping Agents manage their business Operations through the IMPACT system. He came to UniDial from Quality Communications of Louisville, Ky., where he served as Director of Sales. Previously he worked as Regional Sales Manager for LCI International, and has held numerous sales and marketing positions for companies such as Philip Morris USA, Americare Corp and Advest, Inc., to name a few. He received his B.S.B.A. in Finance from Ohio State University.

Kevin Shady, Vice President, Network Development

Kevin Shady joined UniDial in May 1994 as Product Manager, and worked his way up through many positions to become Vice President of Network Development. In this capacity, he works with UniDial's vendor partners to negotiate product packages and evaluate network capacity. His areas of responsibility include Long Distance, Local and Data/Internet Services, as well as negotiating wholesale contracts with potential Agents and CLEC Management. He came to UniDial from Brown & Williamson, where he worked in a wide variety of sales and marketing positions. Before entering the marketing field, he was an on-air correspondent at television stations in the Evansville, Ind., market. Shady earned his M.B.A. from Indiana University.

UNIDIAL COMMUNICATIONS, INC.

Fran White, Vice President of Human Resources

Fran White joined UniDial in 1998, bringing to her position more than 23 years of management experience in Human Resources. In her position at UniDial she oversees a large human resources staff responsible for recruiting, benefits for more than 500 employees coast to coast. In 1999, she organized an initiative to raise UniDial's employee base to more than 800 people in more than 13 offices nationwide. Before coming to UniDial, White served as Manager, Director or Vice President of Human Resources at several major companies, including Management and Technology Solutions, Medecon Services, Inc., Presbyterian Church, Commonwealth Insurance Company, Louisville Cement Company and the Kentucky State Employment Service. She has received professional training and certification in Benefit Issues, Salary Administration, Compensation Plan Design and Mediation. She is a member of the Louisville Society for Human Resource management, the Louisville Employee Benefit Council and the Louisville Compensation Association. On the community side, she serves on the DePaul Board of Directors and volunteers for the cancer support network Friend for Life, and the Kentucky Cancer Pain Initiative Task Force. White received her education from Western Kentucky University, where she received a B.A. in English, and an M.P.S. in Counseling.

Bruce Widener, Senior Vice President of UniDial Direct/Data

Bruce Widener, Senior Vice President of UniDial Direct/Data Solutions, is one of the founding employees of UniDial, Incorporated. In his position as Senior Vice President, Widener oversees Strategic Sales, National Sales for UniDial Direct and Data Development, a division which combines Sales and Operations for all UniDial's Data products. Widener joined UniDial in 1993 and has served as Vice President of Marketing and Product Development, Vice President of Business Development, and Vice President of Network Services during his tenure here. Prior to joining UniDial, Widener held positions at WorldTel Services, Litel/LCI International and Charter Network. Widener studied for his B.S. in Science at the University of Akron and Kent State University.

Steve Seier, Senior Vice President

A 15-year veteran of the information management industry, Steve Seier brings a wealth of technology experience to his position as Senior Vice President of UniDial. He reports directly to Sherman Henderson, working to develop UniDial's growing Strategic Sales division. In addition, Seier's group helps manage UniDial's relationship with The Williams Companies, a strategic partner of UniDial. Seier joined UniDial in February of 1994 as the company's Vice President of Information Systems, where he had responsibility for evaluating and launching new products. Before joining UniDial, Seier served as Vice President of Information Systems for Worldtel Services and Vice President of Omega Business Communications. He holds a B.S. in Computer Science and a Masters of Science in Information Systems from Colorado State University.

UNIDIAL COMMUNICATIONS, INC.

John Nierzwicki, Vice President of Sales

John has devoted his career to building Telecommunications sales teams, and has plans to put his expertise to work as Vice President of Sales for the West Coast for UniDial. In his position, he will oversee the performance of dozens of UniDial Network Consultants, Directors, Regional Managers, and Account Managers nationwide. Nierzwicki graduated from Indiana University with a B.A. in Telecommunications, and began his career at TMC Long Distance in Ft. Wayne, Ind. He progressed to Sales Manager and Territorial Manager before the company was acquired by Charter Network of Louisville, Ky. He was promoted to Vice President of Sales under Charter, where he grew his region's sales significantly and negotiated the first Centrex marketing agreement with an Interexchange carrier and Ohio Bell. In 1990, he founded the company US Network where he sold Ohio Bell and UniDial products, earning more than 6,000 customers and 60,000 lines under multiple-year agreements.

Don Shurbet, Vice President, Xios Operations

In his position with UniDial Direct, Don Shurbet has the responsibility of planning, organizing, developing and controlling Xios operations. This includes project coordination, provisioning, installation, maintenance, special accounts and account managers of the Integrated Data Solutions effort. Prior to taking on this new position, he managed the administration for our Direct Sales operation. It's an area where he's had much experience. Before joining UniDial, he served as President and Chief Operating Officer of Resource Companies, a medical staffing firm in Louisville, Ky. He also was Vice President of Administration for Charter Network, as well as Vice President of Operations for Jim Walter Corporation of Tampa, Fla. He holds his B.S. degree in Accounting from the University of Alabama in Birmingham.

Patty Rabe, Vice President of Financial Services

As Vice President of Financial Services, Patty has the responsibility for the normal operations of Credit and Collections functions and Audit and Compliance. She will be responsible for the implementation of a new automated collection system which will interface with our new billing system. Patty joined UniDial in January 1997 as the Director of Audit and Compliance. Prior to joining UniDial, Patty worked for 12 years in other accounting and I/S positions. Patty holds degrees in both Accounting and Information Systems from Bellarmine College in Louisville, and holds an M.B.A. from the University of Louisville.

Michael Johnson, Chief Technology Officer and Sr. Vice President of Network

As Vice President of Engineering for UniDial, Johnson is responsible for building UniDial's facilities-based network, and engineering new communications solutions for customers from UniDial's existing stable of resources. Johnson comes to UniDial from Intermedia Communications, where he served as Director of Enhanced Data Services/Marketing and as Director of Wide Area Network Engineering. While at Intermedia, he was responsible for the development, design, and deployment of Intermedia's frame relay, ATM, Telemetry, VPDN, and DSL networks. Johnson was instrumental in the creation of Intermedia's open network architecture through the use of Network-to-Network Interconnections (NNIs) with other carriers,

RBOCs, CLECs, and independents. Prior to joining Intermedia, Johnson was with WilTel. At WilTel, Johnson was responsible for the capacity planning and management of WilTel's frame relay networks. Prior to his planning responsibilities, he participated in many facets of Engineering, including both design and field work. Johnson was involved with some of the industry's first SONET, WDM, public frame relay & ATM network deployments. Johnson holds both a Bachelor of Science in Electrical Engineering and a Master of Business Administration from Texas A&M University.

The above key personnel of UniDial may be reached at:

UniDial Communications, Inc.
1901 Eastpoint Parkway
Louisville, Kentucky 40223
Telephone: (502) 244-6666
Facsimile: (502) 515-4138

EXHIBIT 7

PROPOSED TARIFF

(To be filed later under separate cover.)